

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Bankr. Case No. 03-12872 (JLP)
	:	
Debtor.	:	
	:	
MAGTEN ASSET MANAGEMENT CORP. AND	:	Civil Case No. 05-00209 (JJF)
LAW DEBENTURE TRUST COMPANY OF NEW	:	
YORK,	:	
	:	
Appellants,	:	
	:	
v.	:	
	:	
NORTHWESTERN CORPORATION, et al.,	:	
	:	
Appellee.	:	
	:	

**NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL**

PLEASE TAKE NOTICE that William E. Chipman, Jr., Esquire is no longer with the firm of Greenberg Traurig, LLP, counsel for Appellee, Northwestern Corporation, and hereby should be removed from all service lists as counsel to Northwestern Corporation.

PLEASE ENTER the appearances of Victoria W. Counihan, Esquire and Dennis A. Meloro, Esquire of Greenberg Traurig, LLP as counsel for Northwestern Corporation.

Dated: January 26, 2006

GREENBERG TRAURIG, LLP

/s/ Victoria W. Counihan  
Victoria W. Counihan (No. 3488)  
Dennis A. Meloro (No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801  
(302) 661-7000

CERTIFICATE OF SERVICE

I, Victoria W. Counihan, hereby certify that on the 26th day of January, 2006, a true and correct copy of the *Notice of Withdrawal and Substitution of Counsel* was served upon the parties listed below via First Class, United States Mail.

Elio Battista, Jr., Esq.  
Blank Rome LLP  
1201 North Market Street, Suite 800  
Wilmington DE 19801

Kathleen Miller, Esq.  
Smith Katzenstein & Furlow  
The Corporate Plaza  
800 Delaware Avenue  
Wilmington DE 19801

Eric M. Suttty, Esq.  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
Wilmington DE 19801

Adam Landis, Esq.  
Landis Rath & Cobb LLP  
919 Market Street, Suite 600  
Wilmington DE 19801

Dated: January 26, 2006

/s/ Victoria W. Counihan  
Victoria W. Counihan (No. 3488)  
GREENBERG TRAURIG, LLP  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801  
(302) 661-7000